

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF PUERTO RICO**

IN RE:

AMERICAN AGENCIES CO., INC.

Debtor in Possession

CASE NO.: 15-07088 (BKT)

CHAPTER 11

IN RE:

NEW STEEL, INC.

Debtor in Possession

CASE NO.: 15-07090 (BKT)

CHAPTER 11

**URGENT MOTION FOR ORDER UNDER 11 USC 105, 363, 1107 AND 1108
AUTHORIZING MAINTENANCE OF EXISTING BANK ACCOUNTS AND
CONTINUED USE OF CASH MANAGEMENT SYSTEM**

TO THE HONORABLE COURT:

COME NOW, American Agencies Co., Inc. and New Steel, Inc. (hereinafter the “Debtors”) through the undersigned attorney and very respectfully **STATES** and **PRAYS**:

1. On September 15, 2015, the Debtors filed their respective petitions for relief pursuant to the provisions of Chapter 11 of the Bankruptcy Code. The Debtors have continued to manage and operate their business as a debtor-in-possession pursuant to 11 USC 1107 and 1108.
2. The Debtors requested on the petition date the substantive consolidation of the cases. Due notice was provided to all creditors and parties in interest and the matter is pending the adjudication by the Court. (Docket 7) Due to the fact that the Debtors’ estates will be consolidated, the Debtors have only opened the three DIP accounts for American Agencies Co., Inc. (which is the lead case). No new accounts have been opened for New Steel, Inc.

3. Furthermore, on this same date the Debtors have filed an urgent motion seeking authorization to use the cash collateral (Docket 8) The Debtors have requested interim relief for a period of fifteen (15) days in order to cover their immediate operating expenses. During this period the Debtors will negotiate with Banco Popular de Puerto Rico in order to seek an agreement for the permanent use of the cash collateral. Therefore, the Debtors do not wish to alter their cash management system and maintain the required accounts under the credit agreement until an agreement is reached with the bank or the Honorable Court orders otherwise.
4. In order to avoid duplicative expenses, disruption of the payment of their current payroll, to be able to honor checks in transit and to have an orderly reporting of their accounts, the Debtors seek the entry of an order under sections 105 (a), 363,1107 and 1108 of the Bankruptcy Code:
 - a. Authorizing the continued use of its centralized cash management system and procedures;
 - b. Authorizing the maintenance and continued use of some of its existing bank accounts and;
 - c. Waiving certain operating guidelines related to bank accounts set forth in the United States Department of Justice, Office of the United States Trustee: Operating Guidelines for Chapter 11 Cases ("The UST Guidelines"), adopted by the United States Trustee for the District of Puerto Rico ("The UST") under the terms and conditions detailed below.

5. This request is made for a maximum of thirty (30) days in order for the Court to adjudicate the motion for substantive consolidation of the cases, to allow the Debtor to make the necessary adjustments to its system in order to implement through the new DIP accounts its cash management procedures and for the Debtors to negotiate with the bank the permanent use of the cash collateral.
6. Prior to the petition date the Debtors used, in the ordinary course of business, a centralized cash management system to pay the operating and administrative expenses in connection therewith, including its payroll expenses, taxes, suppliers and vendors.
7. Prior to the filing of the bankruptcy petition the Debtors had the following accounts:
 - a. American Agencies Co., Inc.:
 - i. Banco Popular de Puerto Rico, Account No.: 035-03888 (Operational) -

This account is an account that the Debtor uses in order to cover its operational and administrative expenses. The same is used to process, among other things the payroll of its employees, taxes and vendors. The Debtor has a direct deposit system of its payroll where funds are transferred from this account to the bank accounts of its employees. Currently there are outstanding checks that have not been collected. The Debtor requires that this account remain open as part of its cash management system for at least a 30 day period.
 - ii. Banco Popular de Puerto Rico, Account No.: 030-015456 (Cancer Center)-

The Debtor receives payments and makes disbursements related to the Cancer Center project in this account. The Debtor requires that this account

remain open as part of its cash management system for at least a 30 day period.

- iii. Banco Popular de Puerto Rico, Account No.: 030-825539 (Marginal) - This is a marginal account required under the terms and conditions of the credit agreement executed with its secured lender Banco Popular de Puerto Rico. The Debtor makes daily deposits from the collections of its account receivables and sales to this account. The secured lender thereafter proceeds to debit the payments to the loans and transfers are made to the operating account of any excess balance. The Debtor requires that these account remain open as part of its cash management system for at least 30 days.

b. New Steel, Inc.:

- i. Banco Popular de Puerto Rico, Account No.: 035-038896 (Operating) - This is a “zero balance” operating account which is linked to the operating account of American Agencies Co., Inc. This account is used to make all payments of the Debtor’s operating expenses including payroll, taxes and vendors. The Debtor has a direct deposit system of its payroll where funds are transferred from this account to the bank accounts of its employees. Currently there are outstanding checks that have not been collected. The Debtor requires that these account remain open as part of its cash management system for at least 30 days.

ii. Banco Popular de Puerto Rico, Account No.: 035-262389 (Miscellaneous)-

This account is used to make miscellaneous payments of the Debtor which are not covered by the operating account. Also transfers to the operating account of American Agencies Co., Inc. are made from this account in order to cover any necessary expense under the joint cash management system. The Debtor requires that this account remain open as part of its cash management system for at least 30 days.

iii. Banco Popular de Puerto Rico, Account No.: 5549691000 (Marginal) - This

is a marginal account required under the terms and conditions of the credit agreement executed with its secured lender Banco Popular de Puerto Rico. The Debtor makes daily deposits from the collections of account receivables and sales to this account. The secured lender thereafter proceeds to debit the payments to the loans and transfers are made to the operating account of any excess balance. The Debtor requires that these account remain open as part of its cash management system for at least 30 days.

8. The Debtors have used this integrated cash management system for several years and are familiar with its implementation and operation. The Debtors are capable of monitoring the same from their offices and adequately provide daily reporting of the same. Also, third parties related to the operation of the business rely on this cash management system including the employees which receive payment of their payroll by means of direct deposit from the Debtors' operating accounts.

9. The payroll of the employees of New Steel, Inc. and the manufacturing and warehouse employees of American Agencies Co., Inc is paid on a weekly basis. The payroll of the administrative employees of American Agencies Co., Inc. is paid in a bi-weekly basis. Therefore, in order to be able to make the immediate payroll payments, the Debtors need to maintain this cash management system in place or the payroll to their employees may not be processed.
10. The Debtors have not received the permanent checks for the new DIP accounts and they only have several provisional checks provided by the bank. Therefore, they cannot make their payroll payments with checks and depend on the current cash management system which provides for the direct deposit of the payroll.
11. As stated, the Debtors have opened DIP accounts in compliance with the Guidelines of the United States Trustee's Office. Nevertheless, the Debtor is unable to abruptly alter its cash management system without causing an interruption in the inflow of cash and the payment of its post petition obligations, mainly payment of payroll and any checks in transit to vendors or taxes. Therefore, the Debtor requires a term of 30 days to change the payment system.
12. The Debtors will monitor the accounts on a daily basis, maintain adequate and precise record of all transactions. Once this Honorable Court grants the Debtors' request for substantive consolidation of the cases, the Debtors will sweep these accounts to the DIP Operating Account on a daily basis as soon as the DIP accounts are ready. As stated above, the Debtors have already commenced the process to open DIP accounts for American Agencies Co., Inc. and obtain the checks.

13. The Debtors are herein requesting the term of 30 days in order to request the change in the system to the new DIP bank accounts. This requested extension is in the benefit of the Debtors, the estates, its employees and its creditors. It will assure the continued operations in an organized fashion.
14. Due to the urgency of this matter and the Debtors' immediate need to pay their payroll and other checks in transit, the Debtors request that the objection period be reduced to three (3) days pursuant to FRBP 9006 (c).

NOTICE

Within three (3) days after service as evidenced by the certification, and an additional three (3) days pursuant to Fed. R. Bank. P. 9006(f) if you were served by mail, any party against whom this paper has been served, or any other party to the action who objects to the relief sought herein, shall serve and file an objection or other appropriate response to this paper with the Clerk's Office of the United States Bankruptcy Court for the District of Puerto Rico. If no objection or other response is filed within the time allowed herein, the paper will be deemed unopposed and may be granted unless: (i) the requested relief is forbidden by law; (ii) the requested relief is against public policy; or (iii) in the opinion of the court, the interest of justice requires otherwise.

WHEREFORE the Debtors very respectfully requests that this Honorable Court allow them to (i) maintain the current cash management system and pre-petition existing bank accounts at the financial institution listed above for maximum a term of thirty (30) days until the Court adjudicates the motion for substantive consolidation of the cases and the Debtors are able to complete the internal process for the change in the deposit system to the DIP accounts. Debtors further request that the objection period be reduced to three (3) days.

RESPECTFULLY SUBMITTED.

In San Juan, Puerto Rico, this 16th day of September 2015.

I HEREBY CERTIFY that on this same date I electronically filed the foregoing through the CM/ECF system, which will send notification of such filing to the parties therein registered to receive Notice including the US Trustee and by first class mail to all creditors and parties in interest as per the Master Address List herein attached..

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500 TANCA STREET SUITE 301
SAN JUAN, PR 00901

End of Label Matrix
Mailable recipients 161
Bypassed recipients 0
Total 161

Label Matrix for local noticing
0104-3
Case 15-07090-BKT11
District of Puerto Rico
Old San Juan
Wed Sep 16 16:36:35 AST 2015

ALFREDO BIRRIEL
HC-01 BOX 12342
CAROLINA, PR 00987

ANDRES CARRASQUILLO
HC-01 BOX 56759
BO. LA CHANGE
CAGUAS, PR 00725

ANGEL TORRES RAMOS
RR-03 BOX 10410-5
TOA ALTA, PR 00953-8038

AURORA GALLIANO
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CAGUAS, PR 00726-0769

CAROLINA BUILDING MATERIALS
PO BOX 3570
CAROLINA, PR 00984-3570

DEPARTAMENTO DE HACIENDA
PO BOX 9024140
SAN JUAN, PR 00902-4140

FRANCISCO POVENTUD
URB. SANTA MARIA
CALLE 5 H-6
TOA BAJA, PR 00949-4212

GUILLERMO MENENDEZ RODRIGUEZ
URB. SAGRADO CORAZON
354 CALLE SAN GERARDO
SAN JUAN, PR 00926

IRS
CITIVIEW PLAZA NO II
48 CARR 165 SUITE 2000
GUAYNABO, PR 00968-8000

NEW STEEL, INC.
PO BOX 9021216
SAN JUAN, PR 00902-1216

AMERICAN AGENCIES CO. INC.
PO BOX 9021216
SAN JUAN, PR 00902-1216

ANGEL RODRIGUEZ
HC-03 BOX 12242
CAROLINA, PR 00987-9617

ANGELINA LOPEZ
PO BOX 129
CAROLINA, PR 00986-0129

BANCO POPULAR DE PR
PO BOX 362708
SAN JUAN, PR 00936-2708

CORTELCO SYSTEMS PR, INC.
PO BOX 5249
CAGUAS, PR 00726-5249

DEPT. DEL TRABAJO Y RECURSOS HUMANOS
PO BOX 191020
SAN JUAN, PR 00919-1020

GAMALIER PEREZ BIRRIEL
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CAROLINA, PR 00986-0489

INFRA-METALS COMPANY
PO BOX 409828
ATLANTA, GA 30384-9828

ISAAC NORIUS
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CAROLINA, PR 00986-0129

US Bankruptcy Court District of P.R.
Jose V Toledo Fed Bldg & US Courthouse
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San Juan, PR 00901-1964

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300 BLVD. DE LA MONTA A APT# 646
SAN JUAN, PR 00926-7029

ARCHILLA PAPER
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SAN JUAN, PR 00936-4253

BENJAMIN CALO
HC-03 BOX 13175
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CRIM
PO BOX 195387
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PO BOX 365028
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GRAINGER CARIBE, INC.
DEPT. 818390056
PALATINE, IL 60038-0001

IRS
CENTRALIZED INSOLVENCY OPERATION
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IVAN ROMAN RUIZ
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CAGUAS, PR 00725-9521

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JOEL BIRRIEL
COND. PONTEZUELA
EDIF. B-6 APTO 2F
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TRUJILLO ALTO, PR 00976

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JOSE LAJARA
CALLE CAROLA T-731
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JOSE PEREZ
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CAGUAS, PR 00726-0769

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PO BOX 9021216
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RES. LOMA ALTA
EDIF. B APTO# 42
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JULIO FUENTES
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LINDE GAS PR, INC
PO BOX 71491
SAN JUAN, PR 00936-8591

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URB. SAGRADO CORAZON
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SAN JUAN, PR 00926

LUIS FIGUEROA
CALLE 2 #158
SAINT JUST, PR 00976-2824

LUIS VAZQUEZ OTERO
COND. MONTEBELLO ESTATES
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MADERERA DONESTEVES, INC
PO BOX 29228
SAN JUAN, PR 00929-0228

MARILYA CARDONA
CALLE E #26
PARC. RODRIGUEZ OLMO
ARECIBO, PR 00612-4216

MIGUEL SERRANO
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PMB 245 SUITE 102
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OMIR MENDEZ DIAZ
URB. VILLA HUCAR
CALLE ALMENDRO A-15
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HC-03 BOX 12241
CAROLINA, PR 00987-9617

POWER SECURITY, INC.
PO BOX 4268
CAROLINA, PR 00984-4268

PR DEPARTMENT OF JUSTICE
PO BOX 9020192
SAN JUAN, PR 00902-0192

PRAXAIR PR
PO BOX 307
GURABO, PR 00778-0307

PRENDES SAFETY
COND. MANSIONES DE GARDEN HILLS
APTO. 17F
GUAYNABO, PR 00966

PRISCILA MENENDEZ
URB. SAGRADO CORAZON
SAN GENARO 354
SAN JUAN, PR 00926-4106

RAFAEL BENITEZ CARRILLO, INC
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SAN JUAN, PR 00936-2769

RAFAEL TANCO MILLAN
RES. SABANA BAJO
EDIF. 55 APTO# 432
CAROLINA, PR 00985

RAUL ORTIZ
HC-03 BOX 12521
CAROLINA, PR 00987-9619

RAYMOND PEREZ MORALES
HC-01 BOX 11601
CAROLINA, PR 00987-9685

RICHARD GONZALEZ
HC-01 BOX 12432
CAROLINA, PR 00986

RIMCO, INC.
PO BOX 362529
SAN JUAN, PR 00936-2529

RODRIGUEZ VACUUM SERVICES, INC.
PO BOX 1299
PE UELAS, PR 00624-1299

SAFETY ZONE
PO BOX 2151
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SANCHEZ TECHNICAL REFRIGERATION
4398 CALLE 2
BOX 156
SAN JUAN, PR 00926-8644

SANTIAGO RIVERA BATISTA
LOIZA VALLEY
CALLE CANARIO G-264
CANOVANAS, PR 00729

SANTOS DELGADO
HC-03 BOX 12654
CAROLINA, PR 00987-9635

SHERWIN WILLIAMS CO.
PO BOX 363705
SAN JUAN, PR 00936-3705

SIGMA SALES, INC.
PO BOX 8056
PONCE, PR 00732-8056

STEEL & PIPES, INC
PO BOX 5309
CAGUAS, PR 00726-5309

STEEL SERVICES & SUPPLIES, INC.
PO BOX 2528
TOA BAJA, PR 00951-2528

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ENTRE RIOS
CALLE PLAYA SERENA #152
TRUJILLO ALTO, PR 00976

TECNO LITE DE PR, INC.
PO BOX 3977
CAROLINA, PR 00984-3977

TEDDY RENTAL REPAIR & SERVICES
PO BOX 10953
SAN JUAN, PR 00922-0953

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BLOQUE 10 #1 AGUAS BUENAS AVE.
BAYAMON, PR 00959

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WILLIAM HERNANDEZ
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SAN JUAN, PR 00901-1523

LUISA S VALLE CASTRO
C CONDE & ASSOCIATES
254 CALLE SAN JOSE 5TH FLOOR
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MONSITA LECAROS ARIBAS
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End of Label Matrix
Mailable recipients 82
Bypassed recipients 0
Total 82